

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**IN RE:**

**SUPERIOR OFFSHORE  
INTERNATIONAL, INC.,**

**Debtor.**

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**Case No. 08-32590-H2-11  
(Chapter 11)**

**MOTION TO DISALLOW UNSUPPORTED PROOFS OF INTEREST**

**THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

**To the Honorable Marvin Isgur,  
Chief United States Bankruptcy Judge:**

H. Malcolm Lovett, Jr., the plan agent under the confirmed plan of liquidation, (the “Plan Agent”) files this Motion to Disallow Unsupported Proofs of Interest.

**Nature of the Motion**

1. By Order entered January 4, 2011, the Court established a procedure for the submission of proofs of interest. Under the terms of the Court’s order, each proof of interest was required to be supported by a stock certificate, brokerage statement or other documentation reflecting the current ownership of Superior Offshore International, Inc. (“Superior” or the “Debtor”) stock. The failure to timely submit a properly documented proof of interest results in

the automatic disallowance of the proof of interest. The Plan Agent has spent considerable time requesting supplemental documentation in an effort to aid those submitting timely proofs of interest to comply with the Court's Order. For administrative purposes, the Plan Agent seeks an order specifically disallowing the proofs of interest that remain non-compliant with the Court's Order. This motion is being sent to each party submitting an unsupported proof of interest in order to provide them an opportunity to tell the Court why the Court's prior order is not applicable to their specific situation.

### **Relevant Background**

2. On April 24, 2008, the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. By Order entered July 28, 2008, the Court established a bar date for filing proofs of claim [Docket No. 671]. With respect to proofs of interest, the Order states as follows:

Any entity holding an interest in the Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of common stock (the "Interest"), need not file a proof of interest on or before the Bar Date or any government bar date, as applicable; .... The Debtor reserves the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified of the bar date for filing of proofs of interest at the appropriate time.

3. On January 28, 2009, the Court entered an order confirming the First Amended Joint Chapter 11 Plan of Liquidation (the "Plan"). The Plan became effective on February 11, 2009. Pursuant to the Plan, all creditors in Classes 1-6 have been paid in full with interest.<sup>1</sup> Equity interests in the Debtor are classified as Class 8 – Interests.

4. On November 8, 2010, the Plan Agent and the Post-Confirmation Committee filed their Joint Motion to (i) Approve Procedure to Determine Holders of Class 8 Interests; and

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<sup>1</sup> Class 7 – Subordinated Securities Claims is comprised primarily of a proof of claim filed on behalf of a putative class in a pending securities fraud lawsuit before U.S. District Judge Nancy Atlas (the "Securities Litigation"). A settlement has been reached in the Securities Litigation. As part of the settlement, the class proof of claim is being withdrawn.

(ii) Establish a Bar Date and Noticing Procedures for Class 8 Interests [Docket No. 2201]. By Order entered January 4, 2011, the Court approved a procedure for the submission of proofs of interest (the “Procedures Order”) [Docket No. 2212].

5. The Procedures Order provides, in part, the following:

6. On or before the Bar Date, each current beneficial holder of a Class 8 – Equity Interest must submit to the Plan Agent an original and completed proof of interest using the form attached hereto as **Exhibit 2**. **The proof of interest must be accompanied by a stock certificate, brokerage statement or other documentary evidence reflecting the interest holder’s ownership as of the date of the proof of interest.**

8. Proofs of interest that are not timely filed or signed and supported by a stock certificate, brokerage statement or other documents reflecting the interest holder’s ownership as of the date of the proof of interest will be ineffective to assert a Class 8 – Interest. **The failure to timely follow the foregoing procedure shall result in the automatic disallowance of the Class 8 – Interest and the holder of such interest is forever barred from receiving any distribution under the Plan** (emphasis added).

6. Once the Bar Date passed, the Plan Agent evaluated each proof of interest. Parties that submitted an insufficient proof of interest were contacted at least once and requested to submit specific documentation necessary to comply with the Procedures Order.<sup>2</sup> The following proofs of interest remain non-compliant with the Procedures Order as of the date of this motion:

Index Number	Name	Shares
13	Daniel Myers	2,500
15	David and Linda Green	1,180
20	Margaret Ann Watkins	1,700
46	Frederick Freeman	200
94	Joseph K. Huenke IRA	1,000
151	Thomas Hogan IRA	200
168	Andrew L. Recchia	150

<sup>2</sup> Due to the nature of the insufficiency of his proof of interest, Charles Zamora was not contacted as the deficiency cannot be cured.

Index Number	Name	Shares
175	Gerald and Teresa Hodgson	1,020
202	Randolph Gordon	200
218	David P. Scheiderich IRA	180
342	David and Kimberly Howe	6,000
359	Arevig Caprielian	95
366	Frank J. Allbright	1,000
428	Charles Zamora	30,000
430	Daniel G. Webber	1,000
456	Kirk Rome IRA	300
495	Patricia Heath IRA	250
496	Jean Graham	200
519	Margaret Curley/Frank Kryza	2,000
528	Arni and Pamela Halling	582
571	Anthony Owens and Michael St. Clair	350
585	Marilyn Cantrell	100
590	Dan Turnwald IRA	300
591	Julius and Ruth Kasa	700
592	Stephanie Mouton	unknown
594	Marilyn Grigonis	unknown

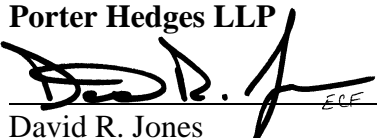
### **Request for Disallowance of Unsupported Proofs of Interest**

7. The Procedures Order is final and non-appealable. The language of the Procedures Order is clear and unambiguous. In order to proceed with the distribution process, however, the Plan Agent seeks an order specifically disallowing the identified unsupported proofs of interest. This process will also provide the affected parties an opportunity to address the Court regarding their individual situations.

### **Relief Requested**


The Plan Agent requests that the Court (i) disallow the unsupported proofs of interest received by the Plan Agent; and (ii) grant such other relief as set forth above.

**Dated: May 9, 2011.**

**Porter Hedges LLP**  
By: \_\_\_\_\_  
David R. Jones  
State Bar No. 00786001/S.D.Tex. No. 16082  
Joshua W. Wolfshohl  
State Bar No. 24038592  
1000 Main, 36<sup>th</sup> Floor  
Houston, Texas 77002  
(713) 226-6000  
(713) 226-6253 (Facsimile)  
**Counsel for H. Malcolm Lovett, Jr., Plan  
Agent**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing instrument shall be duly served (i) by first class mail to all of the parties listed on the attached Service List; and (ii) by electronic transmission to all registered ECF users appearing in this case on May 9, 2011.

\_\_\_\_\_  
David R. Jones

**Service List**

Daniel Myers  
P.O. Box 812589  
Boca Raton, FL 33432

David and Linda Green  
1167 Capote Oaks Drive  
Seguin, Texas 78155

Margaret Ann Watkins  
2210 Twin Oaks Blvd.  
Kemah, TX 77565

Frederick D. Freeman  
5913 Quality Hill  
Colleyville, Texas 76034

Joseph K. Huenke  
104 Royal Court  
Safety Harbor, FL 34695

Andrew Recchia  
429 Hancock Ave.  
Vandergrift, PA 15690

Gerald and Teresa Hodgson  
14124 N. Peone Road  
Mead, WA 99021

Randolph Gordon  
1109 Hollow Pine Drive  
Oviedo, FL 32765

David Scheiderich  
11102 Town Elm Court  
Houston, Texas 77065

David and Kimberly Howe  
2416 Pocomoke Court  
Simi Valley, VA 93065

Arevig Caprielian  
63119 Alderton Street  
Rego Park, NY 11374

Frank Jude Allbright  
20397 Overmier Road  
Loranger, LA 70446

Charles Zamora  
1927 Mandy Lane  
League City, TX 77573

Daniel Webber  
11112 NW 116th  
Yukon, OK 73099

Kirk Rome  
7239 N. Mersington  
Gladstone, MO 64119

Patricia F. Heath  
P.O. Box 621  
Buda, Texas 78610

Jean Graham  
615 North Butler  
Farmington, NM

Frank M. Kryza  
Personal Rep. for Margaret K. Curley  
7108 Humming Bird Lane  
New Port Richey, FL 36455

Arni and Pamela Halling  
221 E. Hook Road  
Hopewell Junction, NY 12533

Anthony Owens/Michael St. Clair  
201 Waterberry Drive  
Broussard, LA 70518

Marilyn Cantrell  
5420 Halsted Avenue  
Carmichael, CA 95608

Dan Turnwald  
13425 Brennan Rd.  
Chesaning, MI 48616

Julius and Ruth Kasa  
1390 State Route 10  
Lincoln, IL 62656

**Service List**

Stephanie Mouton  
516 N. Suire  
Erath, LA 70533

Mary Grigonis  
1485 Front Street, Apt. 11  
East Meadow, NY 11554

Thomas J. Hogan  
10 Patterson Avenue  
West Nyack, NY 10994